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23431-B  
OF COUNSEL  
URBAN A. LESTER

March 26, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: EI-Mo II Trust No. 2001-A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement, dated March 28, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: First Security Bank, N.A.  
79 Main Street  
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

102 UP locomotives within the series UP 4285 - UP 4592 attached hereto.

Mr. Vernon A. Williams  
MARCH 26, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Trust Indenture and Security Agreement between  
First Security Bank, N.A., Indenture Trustee, and Wilmington Trust  
Company, Owner Trustee, covering 102 UP locomotives within the  
series UP 4285 - UP 4592 attached hereto.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

[BNY]

**Exhibit A**

**Equipment:** General Motors Corporation (Electro-Motive Division) Model SD70M  
Diesel Electric Locomotives

**Quantity:** 102 Units

**Road Numbers (Prefix UP):** 4285, 4286, 4287, 4288, 4289, 4290, 4291, 4292,  
4293, 4294, 4295, 4296, 4297, 4298, 4299, 4300,  
4301, 4302, 4303, 4304, 4305, 4306, 4307, 4308,  
4309, 4310, 4311, 4312, 4313, 4314, 4315, 4316,  
4317, 4318, 4319, 4320, 4321, 4322, 4323, 4324,  
4325, 4326, 4327, 4328, 4329, 4330, 4331, 4332,  
4333, 4334, 4335, 4336, 4337, 4338, 4339, 4340,  
4537, 4538, 4539, 4540, 4541, 4542, 4543, 4544,  
4545, 4546, 4547, 4548, 4549, 4550, 4551, 4552,  
4553, 4554, 4555, 4556, 4557, 4558, 4559, 4560,  
4561, 4562, 4563, 4564, 4565, 4566, 4567, 4568,  
4569, 4570, 4571, 4572, 4573, 4574, 4576, 4577,  
4578, 4579, 4580, 4582, 4586, 4592

RECORDED 23431-B FILED

MAR 27 2001 12:00 PM

SUPREME COURT, DELAWARE

**EL-Mo II TRUST No. 2001-A**

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT**

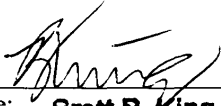
Memorandum of Trust Indenture and Security Agreement made and entered into on March 28, 2001 by and between First Security Bank, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

**WITNESSETH**

The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated March 28, 2001, by which the Owner Trustee has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to the Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By   
Name: **Brett R. King**  
Title: **Vice President**

Executed on this 21 day of March 2001.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

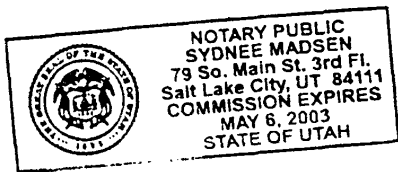
By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March 2001.

STATE OF Utah )  
 )  
COUNTY OF Salt Lake ) SS:

On this, the 21 day of March, 2001, before me, a Notary Public in said County and State, personally appeared Brian R. King, who being by me duly sworn, says that (s)he is the Vice President of First Security Bank, N.A., that said instrument was signed on March     , 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sydnee Madsen  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:

On this, the \_\_\_\_\_ day of March, 2001, before me, a Notary Public in said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of \_\_\_\_\_, that said instrument was signed on March     , 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

FIRST SECURITY BANK, N.A.

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March 2001.


WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By \_\_\_\_\_  
Name: *James P. Lawler*  
Title: *Vice President*

Executed on this 27 day of March 2001.

STATE OF DELAWARE   )  
  ) SS.  
NEW CASTLE COUNTY   )

      This 27th day of March, 2001, before me personally came James P. Lawler to me personally known, who being by me duly sworn, did depose and say that (s)he is a Vice President of Wilmington Trust Company, the corporation described in and which executed the foregoing instrument in its capacity identified therein; that (s)he knows the seal of said corporation; that the seal affixed to said instrument is such seal; that it was so affixed by authority of the Board of Directors of said corporation, and that (s)he signed his or her name thereto by said authorization.

  
\_\_\_\_\_  
Notary Public

LEIGH EMMI  
NOTARY PUBLIC

My Commission Expires August 1, 2002





**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/27/01

  
\_\_\_\_\_  
Robert W. Alvord